

Instructions to Form LPA-73.57 – Amended Application for Registration as a Foreign Limited Partnership

Filing Requirements			
Submit with this Commission-prescribed application a certified or otherwise authenticated copy of any instrument of amendment, correction or merger filed in the foreign limited partnership's state or other jurisdiction of formation, authenticated within the past 12 months by the Secretary of State or other public official with custody of company records. Certification must indicate that each document is a "true and correct copy" of the official records, or words to that effect.			
Pay all fees and penalties before submitting this application to the Commission. If the Commission issues the amended application for registration on or before the annual registration fee due date, payment of the registration fee for the current year is not required.			
Required Fees	Filing Fee: \$25.00		
File Online Today	Paper Filing		
Visit https://cis.scc.virginia.gov to file the amended application for a registration as a foreign limited partnership in real time.	Download from https://scc.virginia.gov/pages/Foreign-Limited-Partnerships complete, print, and mail or deliver to below address:		
Questions? Visit the CIS help page at https://scc.virginia.gov/pages/CIS-Help for how-to guides, answers to frequently asked questions, and helpful videos.	<table border="0"> <tr> <td>State Corporation Commission Clerk's Office P.O. Box 1197 Richmond, VA 23218-1197</td> <td>Courier Delivery Address 1300 E. Main St, 1st floor Richmond, VA 23219</td> </tr> </table>	State Corporation Commission Clerk's Office P.O. Box 1197 Richmond, VA 23218-1197	Courier Delivery Address 1300 E. Main St, 1 st floor Richmond, VA 23219
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Pay online with a credit card or eCheck. No additional processing fees apply for filing online.	Include a check payable to State Corporation Commission. DO NOT SEND CASH.		

The limited partnership's name must be set forth in paragraph 1 exactly as it appears in its certificate of limited partnership, as amended, without This amended application, which has been prescribed by the Commission pursuant to § 50-73.57 of the Code of Virginia, must be used by a foreign limited partnership that needs to amend its application for a certificate of registration to transact business in Virginia. An attachment may be used when this form will not accommodate additional information, such as the listing of multiple general partners that have been admitted or withdrawn.

If the name of the limited partnership has changed, the new name must contain the words "Limited Partnership" or "a Limited Partnership," or the abbreviation "L.P." or "LP." However, if the limited partnership is also a registered limited liability limited partnership, the name must include either (1) (a) the words "limited partnership" or "a limited partnership," or the abbreviation "L.P." or "LP" and (b) the words "Registered Limited Liability Partnership" or "Limited Liability Partnership," the abbreviation "R.L.L.P." or "L.L.P." or the designation "RLLP" or "LLP," **or** (2) the words "Registered Limited Liability Limited Partnership" or "Limited Liability Limited Partnership," the abbreviation "R.L.L.L.P." or "L.L.L.L.P." or the designation "RLLLPL" or "LLLLP." Furthermore, if the limited partnership has a new name that is not available or distinguishable upon the records of the Commission it will need to adopt a designated name for use in Virginia that is distinguishable on the Commission's records. See §§ 50-73.2 and 50-73.56 of the Code of Virginia. A designated name, if needed, should be set forth in paragraph 2 B. To check the availability of a limited partnership name or a designated name, please contact the Clerk's Office Call Center at (804) 371-9733 or toll-free in Virginia at (866) 722-2551.

The principal office (which was referred to as the "specified office" prior to July 1, 2010) is the office, in or out of Virginia, where the principal executive offices of the limited partnership are located. It is also a place of its business, at which is kept a current list of the full name and last known address of each general partner of the limited partnership, as well as the other limited partnership information and records specified in § 50-73.8 of the Code of Virginia. See §§ 50-73.1 and 50-73.4 of the Code of Virginia.

The principal office address must be a complete post office address, including a street and number, if any. A rural route and box number may only be used if no street address is associated with the principal office's location. A post office box is not acceptable, as it cannot meet the foregoing requirements of a principal office. See § 50-73.54 of the Code of Virginia.

This amended application must be executed on behalf of the limited partnership by at least one general partner. See § 50-73.57 of the Code of Virginia. Each person signing this amended application must set forth his or her printed name next to or beneath his or her signature. A person signing on behalf of a general partner that is a business entity should set forth the business entity's name, his or her printed name, and the capacity in which he or she is signing on behalf of the business entity. Any person may sign an amended application by an attorney-in-fact. See § 50-73.15 B of the Code of Virginia.

It is a Class 1 misdemeanor for any person to sign a document he or she knows is false in any material respect with the intent that the document be delivered to the Commission for filing. See § 50-73.15 C of the Code of Virginia.

NOTE

The registered office and/or registered agent cannot be changed by filing an amended application. This change may only be accomplished by filing a statement of change of a registered office and/or registered agent on form LPA-73.5. This form can be filed online in real time by visiting our website at <https://cis.scc.virginia.gov>. A paper form can be requested at <https://scc.virginia.gov/pages/Online-Forms-Request>

Important Information

The application must be in the English language, typewritten or printed in black, legible and reproducible. The document must be presented on uniformly white, opaque paper, free of any visible watermarks and background logos. A minimum of 1" must be provided on the left, top and bottom margins and 1/2" on the right margin. Use only one side of a page.

Do not include personally identifiable information, such as a Social Security number, in a business entity document submitted to the Office of the Clerk for filing with the Commission. Information in these documents is available to the public. For more information, see Notice Regarding Personally Identifiable Information at www.scc.virginia.gov/clk.



Amended Application for Registration as a Foreign Limited Partnership

The undersigned, on behalf of the foreign limited partnership set forth below, pursuant to Title 50, Chapter 2.1 of the Code of Virginia, states as follows:

1. The name of the foreign limited partnership, as it currently appears on the records of the State Corporation Commission, is

_____.

2. The foreign limited partnership's application for a certificate of registration to transact business in Virginia is amended as follows:

A. The name of the limited partnership has been changed to

_____.

B. If the new name of the limited partnership is not available or does not comply with the requirements of Virginia law, the designated name adopted by the limited partnership for use in Virginia is

_____.

C. The state or jurisdiction of formation has been changed to _____ and/or the date of formation is corrected to _____.

D. The name and post office address, including the street and number, if any, of each **new** general partner that has been **admitted** and, if it is a business entity, the jurisdiction under whose laws it is incorporated, organized or formed, and its SCC ID number, if assigned, are:

(name of general partner) (SCC ID #, if assigned) (jurisdiction of organization)

(number/street) (city or town) (state) (zip)

Check and complete if applicable (for business entities serving as a general partner, only):

Each of the following **new** general partners is serving, without more, as a general partner of the limited partnership and does not otherwise transact business in Virginia. See §§ 13.1-757, 13.1-1059 and/or 50-73.61 of the Code of Virginia.

E. The post office address, including the street and number, if any, of the principal office address has been changed to

(number/street) (city or town) (state) (zip)

F. The name of each general partner that has **withdrawn** and, if it is a business entity, the jurisdiction under whose laws it is incorporated, organized or formed, and its SCC ID number, if assigned, are:

(name of general partner) (SCC ID #, if assigned) (jurisdiction of organization)

G. Any other amendments or changes to matters stated or described in the application:

Signature of general partner:

(signature)

(date)

(printed name and title)

(telephone number (optional))

(limited partnership's SCC ID No.)